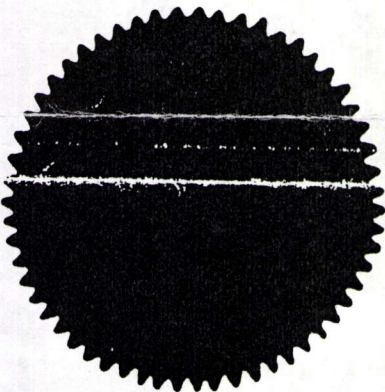


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the "Amax Magnesium Corporation", filed a Certificate of  
Amendment, changing its corporate title to "MAGNESIUM CORPORATION OF AMERICA", on the  
first day of September, A.D. 1989, at 10:30 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* nineteenth *day*  
*of* September *in the year of our Lord*  
*one thousand nine hundred and* eighty-nine.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State



SEP 15 AM 8:59

Filing Fee: \$25.00

File Duplicate Originals

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
OF  
AMAX MAGNESIUM CORPORATION  
(corporate name)

telecopy  
to Mr. Frazier

To the L.L. Governor/Secretary of State  
of the State of Utah:

Pursuant to the provisions of Section 16-10-114 of the Utah Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Utah, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on October 20, 19 80, authorizing it to transact business in your State.

SECOND: The corporate name of the corporation has been changed to MAGNESIUM CORPORATION OF AMERICA

THIRD: The corporation will use the changed name hereafter in Utah.

FOURTH: It desires to pursue in the transaction of business in Utah other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

No change

Dated August 31, 19 89

- Notes: 1. If the corporate name has not been changed, insert "No Change".  
2. If no other or additional purposes are proposed, insert "No Change".

Under penalties of perjury, we declare that this application for Amended Certificate of Authority has been examined by us and is, to the best of our knowledge and belief, true, correct and complete.

STATE OF UTAH  
DEPARTMENT OF COMMERCE  
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

I Heroby certify that the foregoing has been filed

and approved on the 15th Day of Sept 19 89  
in the office of this Division  
BS 9/15/89



PETER VAN ALSTYNE  
DIVISION DIRECTOR

MAGNESIUM CORPORATION OF AMERICA  
(exact corporate name)

By [Signature]  
~~President or Vice President~~

Roger L. Fay  
By [Signature]  
~~Secretary or Assistant Secretary~~

Justin W. D'Atri

7000201928

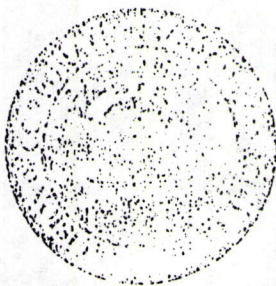
Aug 1989 000149  
SRP files



STATE OF UTAH  
DEPARTMENT OF COMMERCE  
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

I Certify the foregoing has been filed and accepted in  
the office of the Division pursuant to Utah Statute,  
and hereby issue this CERTIFICATE of

Amendment  
this 15th day of Sept A.D. 89



Peter Van Alstyne

PETER VAN ALSTYNE  
DIVISION DIRECTOR

By BS Date 9/15/89  
File No. 88991